

**Corporate Filings for Fish Engineering & Construction, Inc.,  
a Texas Corporation**

9122856





## Office of the Secretary of State

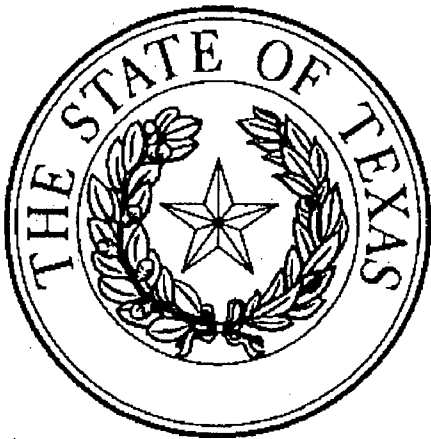
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

FISH ENGINEERING & CONSTRUCTION, INC.  
Filing Number: 17895400

Articles of Incorporation  
Restated Articles Of Incorporation  
Articles Of Merger

November 16, 1961  
March 05, 1979  
December 29, 1986

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 16, 2010.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade  
Secretary of State



## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

ANGLERS E & C, INC.  
Filing Number: 101947100

Articles Of Incorporation  
Articles Of Amendment  
Articles Of Dissolution

December 05, 1986  
May 02, 1995  
October 23, 2000

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 16, 2010.

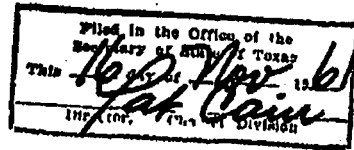


A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

ARTICLES OF INCORPORATION  
OF

FISH ENGINEERING & CONSTRUCTION, INC.



We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is FISH ENGINEERING & CONSTRUCTION, INC.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

This corporation is organized to carry on and conduct in all states of the United States and in any foreign country the following:

To carry on the business of consulting and contracting engineers, subject to the provisions of Article 3271a, Section 17, of the Texas Revised Civil Statutes, and the preparation of plans and specifications for, and the undertaking and performance of public and private contracts for the construction, repair, modification, and tearing down of, refineries, and absorption, extraction, cycling and chemical plants, pipe lines, compressor stations, railroads, roads, bridges, conduits, telephone and telegraph lines; and, without limitation or restriction by the foregoing enumeration, any and all other kinds and types of buildings, structures, plants and works; and including any and all equipment, machinery, facilities and appurtenances used or useful in connection with any of all of the foregoing.

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To purchase, own, hold, sell and subdivide real property in towns, cities, villages and their suburbs not extending more than two (2) miles beyond their limits, and to accumulate and borrow money for that purpose.

To grow, raise, buy, gather and harvest, prepare for market and sell and otherwise deal in agricultural commodities, poultry, dairy products and livestock; to construct, maintain and operate dams, reservoirs, lakes, wells, canals, flumes, laterals, cold storage plants, warehouses, preserving equipment and other appurtenances and facilities as may be necessary or convenient for the conduct of such business; and to transact all of such business relating to agricultural commodities, poultry, dairy products and livestock.

To establish and maintain fishing, hunting and boating clubs; to protect, preserve and propagate fish and game; to purchase and own such lands and bodies of water as may be desirable in connection therewith and to erect suitable improvements thereon.

To carry on a general oil, gas, mineral and non-mineral business, including without limitation the authority to conduct and carry on geophysical and geological or other exploration work and operations, to drill and mine for, to produce, prepare, manufacture, process, treat, refine, distill and adapt, to purchase or in any manner acquire, and to sell, market, handle, store and generally deal in and with (other than as owner and/or operator of pipe lines and/or pipe line systems) petroleum and other oils, sulphur, chemicals, vegetable substances, natural gases, mineral and other volatile substances of every kind and character, asphalt bitumen and bituminous substances of every kind and character, sand, gravel, clay and caliche, and any and all products,

by-products and residual products thereof or therefrom from any of the foregoing.

To carry on all or any commercial business or enterprise, as principal or agent, including without limitation the business of manufacturer, merchant, jobber, wholesaler, retailer, importer and exporter generally, and without any limitation as to the class of the products and merchandise manufactured, sold, dealt in, imported and exported.

To act as agent or broker of or for any person, firm, association, partnership, corporation, or any other legal entity without limitation; and to enter into any lawful arrangements with any corporation, association, partnership, syndicate, person, or any other legal entity without limitation or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To build, make, construct, purchase, lease or otherwise acquire, to own, occupy, possess or otherwise hold, to maintain, operate, improve or otherwise use, to sell, assign, transfer, lease, convey, mortgage, pledge or otherwise realize upon or dispose of, and generally to deal in and with, buildings, plants, depots, equipment, facilities and all other property and things of every kind or description necessary.

To acquire, bring together, hold and dispose of royalties, minerals and interests therein, and to manage, control and exploit said royalties and mineral interests.

To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise encumber or dispose of and to invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description.

To have and exercise all of the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act of the State of Texas, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do; provided, however, none of the authorities, powers or purposes hereinabove set out shall be construed to authorize the corporation to operate stockyards and slaughter, refrigerate, can, cure or pack meats, or to engage directly in the oil pipe line business in this state.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Seven Hundred Fifty Thousand (750,000) of the par value of One Dollar (\$1.00) each, all of one class.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

#### ARTICLE SIX

The post office address of its initial registered office is M & M Building, Houston, Texas, and the name of its initial registered agent at such address is J. R. Imber.

#### ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualified are:

C. B. Ames	M & M Building Houston 2, Texas
R. D. Ricketts	M & M Building Houston 2, Texas
J. R. Imber	M & M Building Houston 2, Texas

#### ARTICLE EIGHT

At each election for Directors of the Corporation, no shareholder of the Corporation entitled to vote thereat shall have the right to cumulate his votes by giving one director candidate as many votes as the number of the director candidates multiplied by the number of his shares shall equal, or by distributing such total votes on the same principle among any number of the director candidates.

#### ARTICLE NINE

No holder of any shares of any class of stock of the corporation shall be entitled, as such, as a matter of



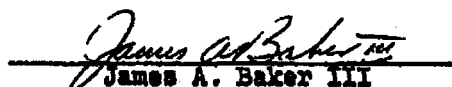
right, to subscribe for or purchase or receive any part of any unissued stock of any class of the corporation, or of any stock of any class issued and thereafter acquired by the corporation, whether now authorized or hereafter created, or of any securities of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it may deem advisable.

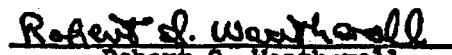
The names and addresses of the incorporators are:

Richard F. Bergner	2200 Gulf Building Houston 2, Texas
James A. Baker III	2200 Gulf Building Houston 2, Texas
Robert S. Weatherall	2200 Gulf Building Houston 2, Texas

IN WITNESS WHEREOF, we have hereunto set our hands,  
this 7th day of November, A. D. 1961.

  
Richard F. Bergner

  
James A. Baker III

  
Robert S. Weatherall

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, Adelia Hutt, a Notary Public, do hereby certify that on this 7th day of November, 1961, personally appeared before me RICHARD F. BERGNER, JAMES A. BAKER III and ROBERT S. WEATHERALL, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Adelia Hutt

Notary Public in and for  
Harris County, Texas

ADELIA HUTT  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1962

MAR 5 1979

RESTATED ARTICLES OF INCORPORATION

OF

FISH ENGINEERING & CONSTRUCTION, INC.

*Patrick Bruce*  
Attorney, Corporation Division

1. Fish Engineering & Construction, Inc., pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth, and which contain no other change in any provision thereof.

2. The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

Article Four of the corporation's Articles of Incorporation is amended in its entirety to read hereafter as follows:

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is four million (4,000,000) shares divided into two classes:

One class of two million (2,000,000) shares of common stock, par value \$1.00 per share (the "Common Stock"); and

One class of two million (2,000,000) shares of noncumulative preferred stock, par value \$1.00 per share (the "Noncumulative Preferred Stock").

The following is a statement of the voting powers, designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions of such authorized capital stock of the corporation and of the authority with respect thereto expressly vested in the Board of Directors of the corporation:

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**A. Provisions Applicable to the Noncumulative Preferred Stock**

**1. Series.** The Noncumulative Preferred Stock may be issued either as a class without series or, as determined by the Board of Directors from time to time, either in whole or in part in one or more series, each series to be designated by letter in the order of the English alphabet, with the first of any such series designated as "Series A."

**2.a. Directors' Resolution.** Authority is hereby expressly granted to the Board of Directors of the corporation to fix by resolution or resolutions providing for the issue of the Noncumulative Preferred Stock (hereinafter referred to as the "Directors' Resolution") the number of shares of Noncumulative Preferred Stock or of any series thereof to be issued and to fix in the Directors' Resolution the relative rights and preferences of any series so established in the following respects:

(1) the rate of dividend, if any, of any such series and the payment dates for dividends on shares of any such series;

(2) the amount or amounts per share payable with respect to shares of any such series upon voluntary or involuntary liquidation, dissolution or winding up of the corporation; and

(3) the conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the acquisition of, shares ranking junior to the Noncumulative Preferred stock or to any such series thereof with respect to dividends or distributions of assets upon liquidation.

**2.b. Equality of Series.** All shares of Noncumulative Preferred Stock and of any such series thereof shall be of equal rank and shall be identical in all respects except those respects that may be fixed by the Board of Directors as provided in paragraph 2.a of this Article Four.

**3. Dividends.** Out of the assets of the corporation which are legally available for the payment of dividends, the holders of the Noncumulative Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors in its discretion, a dividend or dividends for any given fiscal year of the corporation at the rate fixed in the Directors' Resolution (such dividends are hereinafter referred to as "Fixed Dividends") before any dividends shall be declared and paid or set apart for the payment upon the Common Stock for such fiscal year of the corporation. Fixed Dividends upon the Noncumulative Preferred Stock shall be noncumulative, whether or not in any fiscal year there shall be lawful surplus available for the payment of dividends in such fiscal year. If in any fiscal year or years Fixed Dividends in whole or in part are not paid upon the Noncumulative Preferred Stock, unpaid dividends shall not accumulate as against holders of the Common Stock for later years, and no sums in any later years shall be paid to the holders of the Noncumulative Preferred Stock with respect to any prior year or

years when Fixed Dividends were not paid thereon. When Fixed Dividends on any series of Noncumulative Preferred Stock are not paid in full at the stated rate, the holders of shares of such series of Noncumulative Preferred Stock shall share ratably in any payment of such partial dividends, in direct proportion with the sums which would be payable on such shares if the full Fixed Dividends were declared and paid thereon. If, after all Fixed Dividends on the Noncumulative Preferred Stock have been fully paid or provided for in any given fiscal year of the corporation, there shall remain any assets of the corporation which are legally available for the payment of further dividends in such year, the Board of Directors of the corporation may declare from time to time in such year any other dividend or dividends out of such assets not in the opinion of the Board of Directors required to provide for the maintenance, improvement and operation of the business and properties of the corporation (such dividends are hereinafter referred to as "Additional Dividends"). Holders of the Noncumulative Preferred Stock shall be entitled to participate ratably and equally per share with holders of the Common Stock in any Additional Dividends paid by the corporation.

4. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Noncumulative Preferred Stock shall be entitled to receive, out of the assets of the corporation after all debts have been paid, an amount per share equal to the Liquidation Preference. The term "Liquidation Preference" as used herein shall mean the dollar amount per share fixed in the Directors' Resolution to be distributed to holders of Noncumulative Preferred Stock or any series thereof in the event of any liquidation, dissolution or winding up of the corporation (such term shall not include any additional amount or amounts on account of the corporation's failure to pay Fixed Dividends, in whole or in part, in the fiscal year in which such liquidation, dissolution or winding up occurs). If upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the Noncumulative Preferred Stock shall be insufficient to permit the payment in full of the Liquidation Preference to all shares of Noncumulative Preferred Stock, the remaining distributable assets of the corporation shall be distributed ratably among holders of the Noncumulative Preferred Stock then outstanding in direct proportion with the full Liquidation Preference to which each share is respectively entitled. After payment to the holders of the Noncumulative Preferred Stock of the foregoing full Liquidation Preference, the remaining distributable assets, if any, of the corporation shall be distributed ratably to holders of the shares of Common Stock then outstanding. A consolidation, reorganization or merger of the corporation with, or the sale of all or substantially all of the assets of the corporation to, another corporation or corporations shall not be regarded as a dissolution, liquidation or winding up of the corporation for purposes of this Article, but no such transaction shall in any way impair the rights or preferences of the Noncumulative Preferred Stock except as permitted by law.

5. Voting. Except as may otherwise be required by law, the holders of Noncumulative Preferred Stock and the Common Stock of the corporation shall have equal voting rights and powers, voting together for all purposes and not separately as classes, and each holder of Noncumulative Preferred Stock shall be entitled to one vote in respect of each share of such stock held by him of record on the books of the corporation on all matters submitted to stockholders for a vote.

6. Redemption. The shares of Noncumulative Preferred Stock shall not be subject to redemption by the corporation, and no holder thereof shall have any right to require the corporation to redeem any shares of Noncumulative Preferred Stock. Nothing herein shall prohibit or be construed to prohibit purchases of shares of Noncumulative Preferred Stock by the corporation in accordance with paragraph C.2 of this Article Four.

**B. Provisions Applicable to Common Stock**

1. Rank. The Common Stock is junior to the Preferred Stock and is subject to all the powers, rights, privileges and preferences of the Noncumulative Preferred Stock as herein set forth and as may be stated in the Directors' Resolution or Resolutions.

2. Dividends. Subject to all rights of the Noncumulative Preferred Stock, holders of the Common Stock shall be entitled to participate ratably and equally per share with holders of the Noncumulative Preferred in any Additional Dividends paid by the corporation.

3. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the corporation, after payment in full to the holders of the Noncumulative Preferred Stock of the Liquidation Preference as set forth in paragraph A.4 of this Article, the remaining assets of the Corporation shall be distributed ratably to holders of the shares of Common Stock then outstanding.

4. Voting. Except as otherwise provided by law, the holders of shares of Common Stock and Noncumulative Preferred Stock shall have equal voting rights and power, voting together for all purposes and not separately as classes, and each holder of Common Stock shall be entitled to one vote in respect of each share of such stock held by him of record on the books of the corporation on all matters submitted to shareholders for a vote.

**C. Provisions Applicable to Both Common and Noncumulative Preferred Stock**

1. Stock Dividends. Dividends in shares of any class of authorized stock of this corporation, or any shares of any class which may hereafter be authorized, may be paid to the holders of shares of any other class of such authorized or hereafter authorized stock of this corporation. When any dividend is payable in shares of authorized stock of this corporation, the Board of Directors by resolution shall fix the dollar value per share thereof (the "Fixed Value"), and where such shares constituting the stock dividend have a par value per share less than the Fixed Value, there shall, in addition to the accounting requirements of law, be transferred to the capital surplus account of the corporation at the time such stock dividend is paid an amount of surplus equal to the Fixed Value less such par value per share multiplied by the number of shares paid as such stock dividend.

2. Repurchases of Stock. Subject to any requirements of law, the corporation upon proper resolution of the Board of Directors shall be entitled to

purchase directly or indirectly shares of its outstanding stock, whether Common or Noncumulative Preferred, to the extent of the aggregate of its unrestricted earned surplus, unrestricted capital surplus and unrestricted reduction surplus available therefor. The corporation shall not be required to pay any preferential or other dividends in full or in part prior to making any purchases of its outstanding shares of stock and shall not be required to purchase any shares of any class of stock prior to purchasing any shares of a junior class of stock. Shares of stock acquired by the corporation may be held as treasury stock and may be disposed of by the Board of Directors for such consideration as it may fix from time to time; or such shares may be cancelled in accordance with the applicable provisions of the Texas Business Corporation Act, and when so cancelled such shares shall be restored to the status of authorized but unissued shares.

3. Class Voting When Required By Law. At any meeting of shareholders where any class of shares is entitled by law to vote as a class on any matter properly brought before such meeting, the affirmative vote of the holders of a majority of the outstanding shares of each class entitled to vote as a class thereon shall be necessary and sufficient to approve such matter.

3. Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the shareholders at a special meeting of the corporation held on the 1st day of March, 1979.

4. The number of shares outstanding on the record date for such meeting was 275,610; the number of shares voted for such Restated Articles as so amended was 275,610; and the number of shares voted against such Restated Articles as so amended was 0.

5. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

**RESTATED ARTICLES OF INCORPORATION  
OF  
FISH ENGINEERING & CONSTRUCTION, INC.**

**ARTICLE ONE**

The name of the corporation is FISH ENGINEERING & CONSTRUCTION, INC.

**ARTICLE TWO**

The period of the corporation's duration is perpetual.

**ARTICLE THREE**

This corporation is organized to carry on and conduct in all states of the United States and in any foreign country the followings:

To carry on the business of consulting and contracting engineers, subject to the provisions of Article 3271a, Section 17, of the Texas Revised Civil Statutes, and the preparation of plans and specifications for, and the undertaking and performance of public and private contracts for the construction, repair, modification, and tearing down of, refineries, and absorption, extraction, cycling and chemical plants, pipe lines, compressor stations, railroads, roads, bridges, conduits, telephone and telegraph lines; and, without limitation or restriction by the foregoing enumeration, any and all other kinds and types of buildings, structures, plants and works; and including any and all equipment, machinery, facilities and appurtenances used or useful in connection with any of all of the foregoing.

To purchase, own, hold, sell and subdivide real property in towns, cities, villages and their suburbs not extending more than two (2) miles beyond their



limits, and to accumulate and borrow money for that purpose.

To grow, raise, buy, gather and harvest, prepare for market and sell and otherwise deal in agricultural commodities, poultry, dairy products and livestock; to construct, maintain and operate dams, reservoirs, lakes, wells, canals, flumes, laterals, cold storage plants, warehouses, preserving equipment and other appurtenances and facilities as may be necessary or convenient for the conduct of such business; and to transact all of such business relating to agricultural commodities, poultry, dairy products and livestock.

To carry on a general oil, gas, mineral and nonmineral business, including without limitation the authority to conduct and carry on geophysical and geological or other exploration work and operations, to drill and mine for, to produce, prepare, manufacture, process, treat, refine, distill and adapt, to purchase or in any manner acquire, and to sell, market, handle, store and generally deal in and with (other than as owner and/or operator of pipe lines and/or pipe line systems) petroleum and other oils, sulphur, chemicals, vegetable substances, natural gases, mineral and other volatile substances of every kind and character, asphalt bitumen and bituminous substances of every kind and character, sand, gravel, clay and caliche, and any and all products, by-products and residual products thereof or therefrom from any of the foregoing.

To carry on all or any commercial business or enterprise, as principal or agent, including without limitation the business of manufacturer, merchant, jobber, wholesaler, retailer, importer and exporter generally, and without any limitation as to the class of the products and merchandise manufactured, sold, dealt in, imported and exported.

To act as agent or broker of or for any person, firm, association, partnership, corporation, or any other legal entity without limitation; and to enter

into any lawful arrangements with any corporation, association, partnership, syndicate, person, or any other legal entity without limitation or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To build, make, construct, purchase, lease or otherwise acquire, to own, occupy, possess or otherwise hold, to maintain, operate, improve or otherwise use, to sell, assign, transfer, lease, convey, mortgage, pledge or otherwise realize upon or dispose of, and generally to deal in and with, buildings, plants, depots, equipment, facilities and all other property and things of every kind or description necessary.

To acquire, bring together, hold and dispose of royalties, minerals and interests therein, and to manage, control and exploit said royalties and mineral interests.

To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise encumber or dispose of and to invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description.

To have and exercise all of the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act of the State of Texas, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do; provided, however, none of the authorities, powers or purposes hereinabove set out shall be construed to authorize the corporation to operate stockyards and slaughter, refrigerate, can, cure or pack meats, or to engage directly in the oil pipe line business in this state.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

#### ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is four million (4,000,000) shares divided into two classes:

One class of two million (2,000,000) shares of common stock, par value \$1.00 per share (the "Common Stock"); and

One class of two million (2,000,000) shares of noncumulative preferred stock, par value \$1.00 per share (the "Noncumulative Preferred Stock").

The following is a statement of the voting powers, designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions of such authorized capital stock of the corporation and of the authority with respect thereto expressly vested in the Board of Directors of the corporation:

**A. Provisions Applicable to the Noncumulative Preferred Stock**

**1. Series.** The Noncumulative Preferred Stock may be issued either as a class without series or, as determined by the Board of Directors from time to time, either in whole or in part in one or more series, each series to be designated by letter in the order of the English alphabet, with the first of any such series designated as "Series A."

**2.a. Directors' Resolution.** Authority is hereby expressly granted to the Board of Directors of the corporation to fix by resolution or resolutions providing for the issue of the Noncumulative Preferred Stock (hereinafter referred to as the "Directors' Resolution") the number of shares of Noncumulative Preferred Stock or of any series thereof to be issued and to fix in the Directors' Resolution the relative rights and preferences of any series so established in the following respects:

(1) the rate of dividend, if any, of any such series and the payment dates for dividends on shares of any such series;

(2) the amount or amounts per share payable with respect to shares of any such series upon voluntary or involuntary liquidation, dissolution or winding up of the corporation; and

(3) the conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the acquisition of, shares ranking junior to the Noncumulative Preferred stock or to any such series thereof with respect to dividends or distributions of assets upon liquidation.

**2.b. Equality of Series.** All shares of Noncumulative Preferred Stock and of any such series thereof shall be of equal rank and shall be identical in all

respects except those respects that may be fixed by the Board of Directors as provided in paragraph 2.a of this Article Four.

3. Dividends. Out of the assets of the corporation which are legally available for the payment of dividends, the holders of the Noncumulative Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors in its discretion, a dividend or dividends for any given fiscal year of the corporation at the rate fixed in the Directors' Resolution (such dividends are hereinafter referred to as "Fixed Dividends") before any dividends shall be declared and paid or set apart for the payment upon the Common Stock for such fiscal year of the corporation. Fixed Dividends upon the Noncumulative Preferred Stock shall be noncumulative, whether or not in any fiscal year there shall be lawful surplus available for the payment of dividends in such fiscal year. If in any fiscal year or years Fixed Dividends in whole or in part are not paid upon the Noncumulative Preferred Stock, unpaid dividends shall not accumulate as against holders of the Common Stock for later years, and no sums in any later years shall be paid to the holders of the Noncumulative Preferred Stock with respect to any prior year or years when Fixed Dividends were not paid thereon. When Fixed Dividends on any series of Noncumulative Preferred Stock are not paid in full at the stated rate, the holders of shares of such series of Noncumulative Preferred Stock shall share ratably in any payment of such partial dividends, in direct proportion with the sums which would be payable on such shares if the full Fixed Dividends were declared and paid thereon. If, after all Fixed Dividends on the Noncumulative Preferred Stock have been fully paid or provided for in any given fiscal year of the corporation, there shall remain any assets of the corporation which are legally available for the payment of further dividends in such year, the Board of Directors

of the corporation may declare from time to time in such year any other dividend or dividends out of such assets not in the opinion of the Board of Directors required to provide for the maintenance, improvement and operation of the business and properties of the corporation (such dividends are hereinafter referred to as "Additional Dividends"). Holders of the Noncumulative Preferred Stock shall be entitled to participate ratably and equally per share with holders of the Common Stock in any Additional Dividends paid by the corporation.

4. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Noncumulative Preferred Stock shall be entitled to receive, out of the assets of the corporation after all debts have been paid, an amount per share equal to the Liquidation Preference. The term "Liquidation Preference" as used herein shall mean the dollar amount per share fixed in the Directors' Resolution to be distributed to holders of Noncumulative Preferred Stock or any series thereof in the event of any liquidation, dissolution or winding up of the corporation (such term shall not include any additional amount or amounts on account of the corporation's failure to pay Fixed Dividends, in whole or in part, in the fiscal year in which such liquidation, dissolution or winding up occurs). If upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the Noncumulative Preferred Stock shall be insufficient to permit the payment in full of the Liquidation Preference to all shares of Noncumulative Preferred Stock, the remaining distributable assets of the corporation shall be distributed ratably among holders of the Noncumulative Preferred Stock then outstanding in direct proportion with the full Liquidation Preference to which each share is respectively entitled. After payment to the holders of the Noncumulative

of the corporation may declare from time to time in such year any other dividend or dividends out of such assets not in the opinion of the Board of Directors required to provide for the maintenance, improvement and operation of the business and properties of the corporation (such dividends are hereinafter referred to as "Additional Dividends"). Holders of the Noncumulative Preferred Stock shall be entitled to participate ratably and equally per share with holders of the Common Stock in any Additional Dividends paid by the corporation.

4. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Noncumulative Preferred Stock shall be entitled to receive, out of the assets of the corporation after all debts have been paid, an amount per share equal to the Liquidation Preference. The term "Liquidation Preference" as used herein shall mean the dollar amount per share fixed in the Directors' Resolution to be distributed to holders of Noncumulative Preferred Stock or any series thereof in the event of any liquidation, dissolution or winding up of the corporation (such term shall not include any additional amount or amounts on account of the corporation's failure to pay Fixed Dividends, in whole or in part, in the fiscal year in which such liquidation, dissolution or winding up occurs). If upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the Noncumulative Preferred Stock shall be insufficient to permit the payment in full of the Liquidation Preference to all shares of Noncumulative Preferred Stock, the remaining distributable assets of the corporation shall be distributed ratably among holders of the Noncumulative Preferred Stock then outstanding in direct proportion with the full Liquidation Preference to which each share is respectively entitled. After payment to the holders of the Noncumulative

Preferred Stock of the foregoing full Liquidation Preference, the remaining distributable assets, if any, of the corporation shall be distributed ratably to holders of the shares of outstanding shares of Common Stock then outstanding. A consolidation, reorganization or merger of the corporation with, or the sale of all or substantially all of the assets of the corporation to, another corporation or corporations shall not be regarded as a dissolution, liquidation or winding up of the corporation for purposes of this Article, but no such transaction shall in any way impair the rights or preferences of the Noncumulative Preferred Stock except as permitted by law.

5. Voting. Except as may otherwise be required by law, the holders of Noncumulative Preferred Stock and the Common Stock of the corporation shall have equal voting rights and powers, voting together for all purposes and not separately as classes, and each holder of Noncumulative Preferred Stock shall be entitled to one vote in respect of each share of such stock held by him of record on the books of the corporation on all matters submitted to stockholders for a vote.

6. Redemption. The shares of Noncumulative Preferred Stock shall not be subject to redemption by the corporation, and no holder thereof shall have any right to require the corporation to redeem any shares of Noncumulative Preferred Stock. Nothing herein shall prohibit or be construed to prohibit purchase of shares of Noncumulative Preferred Stock by the corporation in accordance with paragraph C.2 of this Article Four.

#### B. Provisions Applicable to Common Stock

1. Rank. The Common Stock is junior to the Preferred Stock and is subject to all the powers, rights, privileges and preferences of the Noncumulative Preferred Stock as herein set forth and as may be stated in the Directors' Resolution or Resolutions.



2. Dividends. Subject to all rights of the Noncumulative Preferred Stock, holders of the Common Stock shall be entitled to participate ratably and equally per share with holders of the Noncumulative Preferred in any Additional Dividends paid by the corporation.

3. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the corporation, after payment in full to the holders of the Noncumulative Preferred Stock of the Liquidation Preference as set forth in paragraph A.4 of this Article, the remaining assets of the Corporation shall be distributed ratably to holders of the shares of Common Stock then outstanding.

4. Voting. Except as otherwise provided by law, the holders of shares of Common Stock and Noncumulative Preferred Stock shall have equal voting rights and powers, voting together for all purposes and not separately as classes, and each holder of Common Stock shall be entitled to one vote in respect of each share of such stock held by him of record on the books of the corporation on all matters submitted to shareholders for a vote.

C. Provisions Applicable to Both Common and Noncumulative Preferred Stock

1. Stock Dividends. Dividends in shares of any class of authorized stock of this corporation, or any shares of any class which may hereafter be authorized, may be paid to the holders of shares of any other class of such authorized or hereafter authorized stock of this corporation. When any dividend is payable in shares of authorized stock of this corporation, the Board of Directors by resolution shall fix the dollar value per share thereof (the "Fixed Value"), and where such shares constituting the stock dividend have a par value per share less than the Fixed Value, there shall, in addition to the accounting requirements of law, be transferred to the capital surplus account of the corporation at the time such stock

dividend is paid an amount of surplus equal to the Fixed Value less such par value per share multiplied by the number of shares paid as such stock dividend.

2. Repurchases of Stock. Subject to any requirements of law, the corporation upon proper resolution by the Board of Directors shall be entitled to purchase directly or indirectly shares of its outstanding stock, whether Common or Noncumulative Preferred, to the extent of the aggregate of its unrestricted earned surplus, unrestricted capital surplus and unrestricted reduction surplus available therefor. The corporation shall not be required to pay any preferential or other dividends in full or in part prior to making any purchases of its outstanding shares of stock and shall not be required to purchase any shares of any class of stock prior to purchasing any shares of a junior class of stock. Shares of stock acquired by the corporation may be held as treasury stock and may be disposed of by the Board of Directors for such consideration as it may fix from time to time; or such shares may be cancelled in accordance with the applicable provisions of the Texas Business Corporation Act, and when so cancelled such shares shall be restored to the status of authorized but unissued shares.

3. Class Voting When Required By Law. At any meeting of shareholders where any class of shares is entitled by law to vote as a class on any matter properly brought before such meeting, the affirmative vote of the holders of at least a majority of the outstanding shares of each class entitled to vote as a class thereon shall be necessary to approve such matter.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

#### ARTICLE SIX

The current address of the corporation's registered office is 5051 Westheimer, P. O. Box 22535, Houston, Texas 77027, and the name of its current registered agent at such address is G. Byron Smith.

#### ARTICLE SEVEN

At the time of the filing of these Restated Articles of Incorporation the number of Directors constituting the Board of Directors is six (6), and the names and addresses of the persons serving as Directors at such time are:

C. B. Ames	5051 Westheimer Houston, Texas 77056
J. E. Nachod	5051 Westheimer Houston, Texas 77056
Don Simecheck	5051 Westheimer Houston, Texas 77056
T. D. Tabbert	5051 Westheimer Houston, Texas 77056
G. Byron Smith	5051 Westheimer Houston, Texas 77056
J. R. Inaber	5051 Westheimer Houston, Texas 77056

#### ARTICLE EIGHT

At each election for Directors of the corporation, no shareholder of the corporation entitled to vote thereat shall have the right to cumulate his votes by giving one director candidate as many votes as the number of the director candidates multiplied by the number of his shares shall equal, or by distributing such total votes on the same principle among any number of the director candidates.

ARTICLE NINE

No holder of any shares of any class of stock of the corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase or receive any part of any unissued stock of any class of the corporation, or of any stock of any class issued and thereafter acquired by the corporation, whether now authorized or hereafter created, or of any securities of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it may deem advisable.

Dated the 1st day of March, 1979.

FISH ENGINEERING &  
CONSTRUCTION, INC.

By Don M. Simecheck  
President

By H. D. [Signature]  
Secretary

STATE OF TEXAS

COUNTY OF HARRIS

§  
§  
§

I, Frank L. [Signature], a notary public, do hereby certify that on this 1st day of March, 1979, personally appeared before me Don M. Simecheck, who being by me first duly sworn, declared that he is the President of Fish Engineering & Construction, Inc., that he signed the foregoing document as President of said corporation, and that the statements therein contained are true.

(SEAL)

Frank L. [Signature]

Notary Public in and for  
Harris County, TEXAS

My Commission Expires 30, 1982

FILED  
In the Office of the  
Secretary of State of Texas

DEC 05 1988

Clark L.D.  
Corporations Section

**ARTICLES OF INCORPORATION**  
**of**  
**NEW FISH ENGINEERING & CONSTRUCTION, INC.**

**ARTICLE ONE**

The name of the corporation is New Fish Engineering & Construction, Inc.

**ARTICLE TWO**

The period of the corporation's duration is perpetual.

**ARTICLE THREE**

The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the laws of the State of Texas.

**ARTICLE FOUR**

The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is 11,000,000 consisting of and divided into:

- (i) one class of 1,000,000 shares of Common Stock, par value \$.01 per share;
- (ii) one class of 10,000,000 shares of Preferred Stock, \$1.00 par value per share, which may be divided into and issued in Series, as hereinafter provided.

The following is a statement of the designations, voting powers, preferences, and relative, participating, optional and other special rights, and qualifications, limitations, or restrictions thereon, of the classes of stock of the corporation.

**PART I**

**PREFERRED STOCK**

1. *Rank; Authorization of Directors to Determine Certain Rights.* Except as expressly provided in Part I of this Article Four, all shares of Preferred Stock shall have preferences, limitations and relative rights identical with each other; and, except as otherwise provided by law, shares of Preferred Stock shall have only the preferences and relative rights expressly provided in this Article Four. The Board of Directors is authorized, from time to time, acting by resolutions duly

adopted by the Board of Directors, to divide the Preferred Stock into Series, to designate each Series, to fix and determine separately for each Series any one or more of the following relative rights and preferences, and to issue shares of any Series then or previously designated, fixed and determined.

(a) the rate of dividend, if any, of any such series and the payment date for dividends on shares of such series,

(b) the amount payable upon shares in event of voluntary or involuntary liquidation, dissolution or winding-up of the corporation,

(c) sinking fund provisions (if any) for the redemption or purchase of shares;

(d) the price at and the terms and conditions on which shares may be redeemed;

(e) the terms and conditions on which shares may be issued with the privilege of conversion;

(f) voting rights (including the number of votes per share, the matters on which the shares can vote, and the contingencies which make the voting rights effective),

(g) the conditions or restrictions upon payment of dividends upon, or the making of other distributions to, or the purchase or acquisition of shares ranking junior to the Preferred Stock or to any such series thereof with respect to dividends or distribution of assets upon liquidation; and

(h) such other preferences and relative, participating, optional and other special rights, and qualifications, limitations or restrictions thereof as shall be fixed by the Board of Directors, so far as not inconsistent with the provisions of this Article Four and to the full extent now or hereafter permitted by the laws of the State of Texas

## 2. Dividends.

(a) Amount; Time. The Preferred Stock at the time outstanding shall be entitled to receive, when and as declared by the Board of Directors out of any funds legally available therefor, dividends at the rate fixed by the Board of Directors (pursuant to the preceding Section 1 of this Article Four), payable on such date or dates in each year as the Board of Directors shall determine.

(b) Cumulativity. Dividends on Preferred Stock may be cumulative, non-cumulative or partially cumulative. Cumulations of dividends may or may not bear interest.

(c) Priority Over Common. No dividend shall be declared or paid on Common Stock unless all cumulative or partially cumulative dividends on all outstanding shares of Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid

3. Liquidation Preference. In the event of dissolution, liquidation or winding-up of the corporation (whether voluntary or involuntary), after payment or provision for payment of debts but before any distribution to the holders of Common Stock, the holders of each Series of Preferred Stock then outstanding shall be entitled to receive the amount fixed by the Board of Directors (pursuant to Section 1 of Part I of this Article Four) plus a sum equal to all accumulated but unpaid dividends (whether or not earned or declared) to the date fixed for distribution, and no more. All remaining assets shall be distributed pro rata among the holders of Common Stock. If the assets distributable among the holders of Preferred Stock are insufficient to permit full payment to them, the entire assets will be distributed among the holders of the Preferred Stock in proportion to their respective liquidation preferences. None of the following events is a "dissolution, liquidation or winding-up" within the meaning of this Section 3: consolidation, merger or reorganization of the corporation with

any other corporation or corporations; sale or transfer of all or substantially all the assets of the corporation; or any purchase or redemption by the corporation of any of its outstanding shares

4. *Status of Redeemed or Converted Shares.* Shares of Preferred Stock which are redeemed or converted, under a privilege to so convert, shall be cancelled and shall be restored to the status of authorized but unissued shares, without designation

5. *Voting.* Except as fixed by the Board of Directors pursuant to Section 1 of Part I of this Article Four and except as otherwise expressly provided by law, holders of the Common Stock and each series of the Preferred Stock shall have equal voting rights and powers, and shall vote together for all purposes (including election of directors) and not as separate classes. The affirmative vote of a majority or greater of all outstanding shares of all classes of stock shall be sufficient to approve all matters properly brought before a meeting of shareholders including, without limitation, the voluntary dissolution, merger or consolidation, sale of all or substantially all assets of the corporation or amendment of the Articles of Incorporation

## PART II

### COMMON STOCK

1. *Rank.* The Common Stock is junior and subordinate to any and all of the rights, privileges, preferences and priorities of the Preferred Stock of the corporation as set forth in this Article Four and as may expressly be provided by the Board of Directors in a resolution creating a series of Preferred Stock pursuant to Section 1 of Part I of this Article Four. All shares of Common Stock shall be of equal rank and shall be identical in all respects

2. *Liquidation, Dissolution or Winding Up.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation and after the holders of the Preferred Stock shall have received payment in full of the liquidation preferences and cumulative dividends, if any, to which such holders may be entitled, the remaining assets of the corporation shall be divided and distributed among the holders of the Common Stock ratably and in the proportion which the number of shares of Common Stock owned by each such holder bears to the aggregate number of shares of Common Stock then outstanding.

3. *Voting.* Except as fixed by the Board of Directors in a resolution creating a series of Preferred Stock pursuant to Section 1 of Part I of this Article Four and except as otherwise expressly provided by law, the holder of shares of Common Stock and each series of the Preferred Stock shall have equal voting rights and powers, and shall vote together for all purposes (including election of directors) and not as separate classes. The affirmative vote of a majority or greater of all outstanding shares of all classes of stock shall be sufficient to approve all matters properly brought before a meeting of shareholders including, without limitation, the voluntary dissolution, merger or consolidation, sale of all or substantially all assets of the corporation or amendment of the Articles of Incorporation. Each holder of Common Stock shall at every meeting of the stockholders be entitled to one vote for each share of Common Stock held by such holder on the record date for determining stockholders entitled to vote at such meeting

4. *Dividends.* Subject to any prior dividend rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors out of any funds legally available therefor

5. *Redemption.* The shares of Common Stock shall not be subject to redemption by the corporation.

### **PART III**

#### **PROVISIONS APPLICABLE TO ALL CLASSES OF STOCK**

1. *Issue and Sale of Stock.* The Board of Directors shall have the power and authority at any time and from time to time to issue, sell or otherwise dispose of any authorized and unissued shares of any class or series of any class of stock of the corporation to such persons or parties, including the holders of any class of stock, for such consideration (not less than the par value, if any, thereof) and upon such terms and conditions as the Board of Directors in its discretion may deem in the best interests of the Corporation.

2. *Repurchases of Stock.* Subject to any requirements of law and to any limitation established by the Board of Directors pursuant to Section 1 of Part I of this Article Four, the corporation upon proper resolution by the Board of Directors shall be entitled to purchase directly or indirectly shares of its outstanding stock, whether Common or Preferred, to the extent of the aggregate of its unrestricted earned surplus, unrestricted capital surplus and unrestricted reduction surplus available therefor. If such purchase is pursuant to a bylaw provision, buy-sell agreement or other agreement between the shareholders of the corporation restricting the transfer of shares of such stock, the corporation shall not be required to pay any preferential or other dividends in full or in part prior to making any purchases of its outstanding shares of stock and shall not be required to purchase any shares of any class of senior stock prior to purchasing any shares of a junior class of stock. Shares of stock acquired by the corporation may be held as treasury stock and may be disposed of by the Board of Directors for such consideration as it may fix from time to time; or such shares may be canceled in accordance with the applicable provisions of the Texas Business Corporation Act, and when so canceled such shares shall be restored to the status of authorized but unissued shares.

3. *Class Voting When Required by Law.* At any meeting of shareholders where any class of shares or any series of any class is required by law to vote as a class on any matter properly brought before such meeting, the affirmative vote of the holders of a majority or greater of the outstanding shares of each class or series entitled to vote as a class thereon shall be sufficient to approve such matter unless the directors resolution establishing such series shall specify a higher percentage.

4. *Cumulative Voting and Preemptive Rights.* Reference is made to Article Six and Article Seven of these Articles of Incorporation for provisions denying cumulative voting for election of directors of the corporation and denying preemptive rights of any stockholder to acquire any part of any new or additional shares or treasury shares of any class of stock now or hereafter authorized.

### **ARTICLE FIVE**

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.



## ARTICLE SIX

No shareholder of the corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholders, other than such rights, if any, as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

## ARTICLE SEVEN

At each election for directors of the corporation, each shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, only the number of votes per share of stock owned by him for as many persons as there are directors to be elected, and no shareholder shall ever have the right or be permitted to cumulate his votes on any basis, any and all rights of cumulative voting being hereby expressly denied.

## ARTICLE EIGHT

The address of the registered office of the corporation is 1990 South Post Oak Boulevard, Post Oak Central Three, Houston, Texas 77056 and the name of its registered agent at such address is James A. Boyd.

## ARTICLE NINE

The number of directors shall, from time to time, be fixed by the Bylaws of the corporation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are currently serving as directors are

NAME	ADDRESS
C. B. Ames	1990 South Post Oak Boulevard Post Oak Central Three Houston, Texas 77056
Don M. Simochuck	1990 South Post Oak Boulevard Post Oak Central Three Houston, Texas 77056

G. Byron Smith

1990 South Post Oak Boulevard  
Post Oak Central Three  
Houston, Texas 77056

Tom D. Tabbert

1990 South Post Oak Boulevard  
Post Oak Central Three  
Houston, Texas 77056

James A. Boyd

1990 South Post Oak Boulevard  
Post Oak Central Three  
Houston, Texas 77056

#### ARTICLE TEN

Upon resolution adopted by the Board of Directors, the corporation shall be entitled to purchase shares of its own capital stock to the extent of the aggregate of the available unrestricted capital surplus and available unrestricted reduction surplus.

#### ARTICLE ELEVEN

The name and address of the incorporator is:

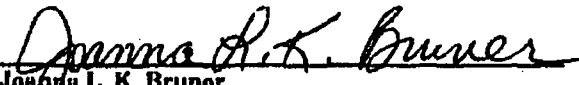
NAME

ADDRESS

Joanna L. K. Bruner

4200 Texas Commerce Tower  
Houston, Texas 77002

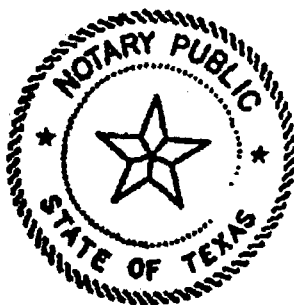
4<sup>th</sup> day of December, 1986 IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand this

  
Joanna L. K. Bruner

THE STATE OF TEXAS     §  
                                      §  
 COUNTY OF HARRIS     §

BEFORE ME, the undersigned authority, on this day personally appeared Joanna L. K Bruner, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 4th day of December, 1986



Susan Materi  
 Notary Public In and For the  
 State of TEXAS

SUSAN MATERI  
 Notary Public, State of Texas  
 My Commission Expires July 14, 1989  
 Bonded by Lovett Agency, Lawyers Surety Corp.

DEC 29 1986

# ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

Clerk IV-C  
Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations

1 The Agreement and Plan of Merger attached hereto and incorporated by reference herein was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Texas Business Corporation Act.

2 As to each undersigned corporation, the number of shares outstanding are as follows

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
<b>Fish Engineering &amp; Construction, Inc</b>	
Series A Preferred Stock	165,210
Series B Preferred Stock	207,210
Common Stock	<u>505,320</u>
Total	877,740
<b>New Fish Engineering &amp; Construction, Inc</b>	
Series B Preferred Stock	1,172,160
Common Stock	<u>200,000</u>
Total	1,372,160

3 As to each undersigned corporation, the number of shares voted for and against such Plan, respectively, are as follows

<u>Name of Corporation</u>	<u>Votes Required to Approve</u>	<u>Voted For</u>	<u>Voted Against</u>
<b>Fish Engineering &amp; Construction, Inc</b>			
Series A Preferred Stock	82,606	<u>145,210</u>	<u>20,000</u>
Series B Preferred Stock	103,606	<u>187,210</u>	<u>20,000</u>
Common Stock	252,661	<u>465,320</u>	<u>40,000</u>
Total (Combined)	585,160	<u>1,977,740</u>	<u>80,000</u>
<b>New Fish Engineering &amp; Construction, Inc.</b>			
Series B Preferred Stock	586,081	<u>1,172,160</u>	<u>0</u>
Common Stock	100,001	<u>200,000</u>	<u>0</u>
Total (Combined)	914,774	<u>1,372,160</u>	<u>0</u>

Dated December 29, 1986

FISH ENGINEERING & CONSTRUCTION, INC.

By: *J. A. Boyd*  
Its President

By: *H. Bryan Smith*  
Its Secretary

NEW FISH ENGINEERING & CONSTRUCTION, INC.

By: *J. A. Boyd*  
Its President

By: *H. Bryan Smith*  
Its Secretary

THE STATE OF TEXAS     §  
                                      §  
COUNTY OF HARRIS     §

BEFORE ME, the undersigned authority, on this day personally appeared J. A. Boyd, who being by me first duly sworn, declared that he is the person who signed the foregoing document as President of Fish Engineering & Construction, Inc., and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19<sup>th</sup> day of December, 1986.

*Marilyn J. Korian*  
Notary Public in and For the  
State of TEXAS

My commission expires 11/30/88

J O N 8 6 J U 1 4 U

THE STATE OF TEXAS     §  
                                 §  
COUNTY OF HARRIS     §

BEFORE ME, the undersigned authority, on this day personally appeared J. A. Boyd, who being by me first duly sworn, declared that he is the person who signed the foregoing document as President of New Fish Engineering & Construction, Inc., and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19<sup>th</sup> day of December, 1986

Marilyn J. Korian  
Notary Public in and for the  
State of TEXAS

My commission expires: 11/30/88

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of December 1, 1986 pursuant to Article 5.01 of the Texas Business Corporation Act, as amended ("TBCA"), by and between Fish Engineering and Construction, Inc., a Texas corporation incorporated on November 16, 1961 ("Old Fish"), and New Fish Engineering and Construction, Inc., a Texas corporation incorporated on December 5, 1986 ("New Fish")

### RECITALS:

WHEREAS, New Fish is the owner of 302,240 shares (representing 60% of the issued and outstanding shares of Common Stock, \$1.00 par value ("Common Stock") of Old Fish, 120,000 shares (representing 72%) of the issued and outstanding shares of Series A Noncumulative Preferred Stock, par value \$1.00 ("Series A Preferred"), and 125,000 shares (representing 60%) of the issued and outstanding shares of Series B Noncumulative Preferred Stock, par value \$1.00 ("Series B Preferred") of Old Fish;

WHEREAS, to consummate the merger of Old Fish and New Fish, Old Fish and New Fish desire to effect a merger ("Merger") of Old Fish with and into New Fish upon the terms hereinafter stated pursuant to which all shares of common stock of Old Fish (the "Common Stock") (other than shares owned by New Fish and shares as to which dissenter's rights are perfected as provided in the TBCA) will be converted into the right to receive \$1.00 in cash, all shares of Series A Preferred (other than shares owned by New Fish and shares as to which dissenter's rights are perfected as provided in the TBCA) will be converted into the right to receive \$7.28 in cash and all shares of Series B Preferred (other than shares owned by New Fish and shares as to which dissenter's rights are perfected as provided in the TBCA) will be converted into the right to receive \$1.28 in cash.

NOW THEREFORE, the parties do hereby adopt the following Agreement and Plan of Merger setting forth the terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting certain shares of Old Fish into cash and such other facts, details or provisions as may be required or permitted to be stated herein.

### ARTICLE I

#### The Merger

**1.1 The Merger.** At the Effective Time (as defined in Section 1.2 hereof), Old Fish shall be merged with and into New Fish in accordance with the provisions of this Agreement and Plan of Merger and the TBCA, and the separate existence of Old Fish shall thereupon cease, and New Fish, as the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Texas.

#### **1.2 Articles and Bylaws of Surviving Corporation**

**1.2.1 Articles.** The Articles of Incorporation of New Fish as existing and constituted immediately prior to the Merger shall, at the Effective Time, be and constitute the Articles of Incorporation of the Surviving Corporation, as amended by Section 1.2.3 below, until further amended in the manner provided by law.

**1.2.2. Bylaws.** The Bylaws of New Fish as existing and constituted immediately prior to the Merger shall, at the Effective Time, be and constitute the Bylaws of the Surviving Corporation until amended in the manner provided by law.

**1.2.3. Amendment to Articles of Incorporation of Surviving Corporation** At the Effective Time of the Merger, Article One of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows.

"The name of the corporation is Fish Engineering & Construction, Inc "

**1.3 Effective Time of the Merger.** As soon as practicable after this Agreement and Plan of Merger shall have been approved and adopted by the Boards of Directors and shareholders of Old Fish and New Fish (herein collectively referred to as the "Constituent Corporations") in accordance with the requirements of the TBCA, the Constituent Corporations shall cause appropriate Articles of Merger to be duly prepared, executed and verified in accordance with the provisions of the TBCA, which Articles of Merger shall be duly filed with the Secretary of State of the State of Texas (the "Secretary of State"). The Merger shall become effective upon the filing of such Articles of Merger by the Secretary of State (the "Effective Time") For tax and financial accounting purposes, the Merger shall be effective as of midnight, December 31, 1986

**1.4 Effect of the Merger.** At the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature of each Constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action, and every other interest of or belonging to or due to each Constituent Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. At the Effective Time, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each Constituent Corporation; and any existing claim, action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens on the property of either Constituent Corporation shall be impaired by the Merger

## ARTICLE II

### Conversion and Exchange of Shares; Additional Action

**2.1 Conversion of Shares** At the Effective Time and without any action on the part of New Fish, Old Fish or the holder of any of the following securities.

**2.1.1. (a)** Each outstanding share of Common Stock of Old Fish, excluding any such shares held in the treasury of Old Fish or by New Fish, shall automatically be converted into the right to receive from the Surviving Corporation One Dollar (\$1.00) in cash, without interest, and shall thereafter cease to exist and be cancelled; provided, however, that no Dissenting Shares (as defined in Section 2.3) shall be exchanged for cash but such Dissenting Shares shall be subject to Section 2.3.

**(b)** Each outstanding share of Series A Preferred of Old Fish, excluding any such shares held in the treasury of Old Fish or by New Fish, shall automatically be converted into the right to receive from the Surviving Corporation Seven and 28/100 Dollars (\$7 28/100) in cash, without interest, and shall thereafter cease to exist and be cancelled, provided, however, that no Dissenting Shares (as defined in Section 2.3) shall be exchanged for cash but such Dissenting Shares shall be subject to Section 2.3, and



- (c) Each outstanding share of Series B Preferred of Old Fish, excluding any such shares held in the treasury of Old Fish or by New Fish, shall automatically be converted into the right to receive from the Surviving Corporation One and 28/100 Dollars (\$1.28) in cash, without interest, and shall thereafter cease to exist and be cancelled, provided, however, that no Dissenting Shares (as defined in Section 2.3) shall be exchanged for cash, but such Dissenting Shares shall be subject to Section 2.3

2.1.2 Each share of Common Stock, Series A Preferred and/or Series B Preferred of Old Fish held in the treasury of Old Fish or by New Fish shall be automatically cancelled and extinguished, and no payment shall be made in respect thereof

2.2 Stock Options At the Effective Time and without any action on the part of the holder thereof, each option to purchase shares of Common Stock, Series A Preferred or Series B Preferred of Old Fish (the "Options"), if any, whether or not then exercisable, shall be automatically cancelled and extinguished, and no payment shall be made in respect thereof. No payment is due to any option holder since the exercise price of the Options is greater than the cash price to be paid for the shares of Common Stock, Series A Preferred and Series B Preferred by New Fish

### 2.3 Dissenting Shares

2.3.1. Each outstanding share of Common Stock, Series A Preferred and/or Series B Preferred of Old Fish, the holder of which has demanded and perfected his demand for appraisal of his shares in accordance with Articles 5.12 and 5.13 of the TBCA and has not effectively withdrawn or lost his right to such appraisal as provided therein ("Dissenting Shares"), shall not be converted into or represent a right to receive \$1.00, \$7.28 or \$1.28, respectively, in cash, pursuant to Section 2.1 hereof, but the holder thereof shall be entitled only to such rights as are granted by the TBCA and shall receive any payment therefor from the Surviving Corporation in accordance with the provisions of the TBCA

2.3.2. If any holder of Common Stock, Series A Preferred and/or Series B Preferred of Old Fish who demands appraisal of his shares under the TBCA shall effectively withdraw or lose (through failure to perfect or otherwise) his right to appraisal, then each share of Common Stock of Old Fish held by such holder shall automatically be converted into the right to receive from the Surviving Corporation \$1.00 in cash per share, without interest, each share of Series A Preferred of Old Fish held by such holder shall automatically be converted into the right to receive from the Surviving Corporation \$7.28 in cash per share, without interest, and each share of Series B Preferred of Old Fish held by such holder shall automatically be converted into the right to receive from the Surviving Corporation \$1.28 in cash per share, without interest

2.4 Stock Transfer Books At the Effective Time, the stock transfer books of Old Fish shall be closed and there shall be no further registration of transfers of shares of Common Stock thereafter on the records of Old Fish

### 2.5 Surrender and Exchange of Stock Certificates Representing Common Stock, Series A Preferred and Series B Preferred

2.5.1. At the Effective Time, the holders of shares of Common Stock, Series A Preferred and Series B Preferred shall cease to have any rights as shareholders of Old Fish, except such rights as they may have pursuant to this Agreement and Plan of Merger and applicable law. After the Effective Time, each Old Fish shareholder other than holders of Dissenting Shares and New Fish, (herein called "Cashed-out Shareholders") shall be entitled, upon surrender of certificates representing shares of Common Stock, Series A Preferred and Series B Preferred of Old Fish, accompanied by a duly completed and executed letter of transmittal in the form to be supplied to all such shareholders, to receive from the Surviving Corporation in substitution therefor cash in the amount determined by multiplying (i) the number of shares of Common Stock, Series A Preferred and Series B Preferred of Old Fish formerly represented by the

certificate or certificates surrendered, by (ii) \$1.00, \$7.28 and \$1.28, respectively. Until surrendered to the Surviving Corporation, each outstanding certificate which immediately prior to the Effective Time represented outstanding shares of Common Stock, Series A Preferred and Series B Preferred held by Cashed-out Shareholders shall represent for all purposes the right to receive from the Surviving Corporation in cash the amount determined by multiplying (i) the number of shares of Common Stock, Series A Preferred and Series B Preferred of Old Fish formerly represented by such certificate by (ii) \$1.00, \$7.28 and \$1.28, respectively. If outstanding certificates for shares of Common Stock, Series A Preferred and Series B Preferred are not surrendered, or the cash payment therefor not claimed prior to six years after the Effective Time (or, in any particular case, prior to such earlier date on which such cash payments would otherwise escheat to or become the property of any governmental unit or agency), the unclaimed amounts shall, to the extent permitted by applicable law, become the property of the Surviving Corporation, free and clear of all claims or interest of any person previously entitled thereto.

2.5.2 Promptly after the Effective Time, the Surviving Corporation shall mail and otherwise make available to each Cashed-out Shareholder who, as of the Effective Time, was the record holder of an outstanding certificate or certificates which theretofore represented shares of Common Stock, Series A Preferred and Series B Preferred of Old Fish, a form letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to such certificate or certificates shall pass, only upon proper delivery of such certificate or certificates to the Surviving Corporation) and instructions for use in effecting the surrender of such certificate or certificates for payment therefor. Upon surrender to the Surviving Corporation of such certificate or certificates, together with such letter of transmittal, duly executed, the Surviving Corporation shall promptly pay to the persons entitled thereto in cash the amount determined by multiplying (i) the number of shares of Common Stock, Series A Preferred and Series B Preferred of Old Fish formerly represented by the certificate or certificates so surrendered, by (ii) \$1.00, \$7.28 and \$1.28, respectively. No interest will be paid or accrued on the cash payable upon the surrender of such certificates. If payment is to be made to a person other than the one in whose name a surrendered certificate is registered, it shall be a condition of payment that the certificate so surrendered be properly endorsed with signatures guaranteed or otherwise in proper form for transfer and that the person requesting such payment either pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such transfer or other taxes have been paid or are not applicable. Appropriate procedures shall be implemented to deal with lost stock certificates.

2.6 Supplementary Action. If at any time after the Effective Time, any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the officers and directors of the Surviving Corporation are hereby authorized and empowered on behalf of the respective Constituent Corporations, in the name of and on behalf of the appropriate Constituent Corporation, to execute and deliver any and all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise carry out the purposes and provisions of this Agreement and Plan of Merger.

### ARTICLE III

#### Submission To Shareholders; Covenants and Conditions; Termination; Amendment

3.1 Approval by Shareholders. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations for their approval, and it shall have no force and effect unless approved by the shareholders of each Constituent Corporation in the manner provided by the Articles of Incorporation of the Constituent Corporations and the TBCA.

**3.2 Covenants and Conditions** The obligations of the Old Fish and New Fish under this Agreement to proceed with the Merger are, at their respective options, subject to the conditions that

(a) **Litigation** Neither Old Fish nor New Fish shall be precluded directly or indirectly by any action, order, judgment or injunction of a court of competent jurisdiction from consummating the Merger. There shall not be pending or threatened any action, proceeding or investigation before any court or administrative agency by any government agency or any other person challenging the Merger or the Exchange Offer.

(b) **Governmental Action.** There shall not have been taken any action, and no statute, rule or regulation shall have been enacted or enforced, by any state, federal or foreign government or governmental agency which would render the consummation of the Merger, or the payment for shares of Common Stock, Series A Preferred or Series B Preferred of Old Fish thereunder, illegal.

**3.3 Termination** This Agreement and Plan of Merger may be terminated at any time prior to the Effective Time, whether before or after approval by the shareholders of Old Fish or New Fish, pursuant to (i) the mutual consent of New Fish and Old Fish, or (ii) by written notice from New Fish to Old Fish or from Old Fish to New Fish if the Merger does not occur on or before January 1, 1987.

**3.4 Amendment.** This Agreement and Plan of Merger may be amended by the parties hereto, by action taken by the respective Boards of Directors of Old Fish and New Fish, at any time before or after approval hereof and by the respective shareholders of Old Fish and New Fish, but, after such approval, no amendment shall be made which increases or decreases the price to be paid to the holders of Common Stock, Series A Preferred and Series B Preferred of Old Fish or which in any other way materially adversely affects the rights of such shareholders (other than a termination of this Agreement and Plan of Merger) without the further approval of such shareholders. This Agreement and Plan of Merger may not be amended except by an instrument in writing signed on behalf of the parties hereto.

## ARTICLE IV

### Miscellaneous

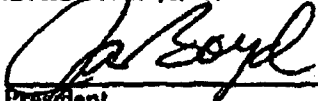
**4.1 Headings.** The descriptive headings of the several Articles and Sections of this Agreement and Plan of Merger are inserted for convenience only and do not constitute a part of this Agreement and Plan of Merger.

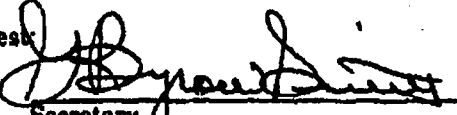
**4.2 Applicable Law.** This Agreement and Plan of Merger shall be governed by and construed in accordance with the laws of the State of Texas without giving effect to the conflict of laws provisions thereof.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be duly executed and delivered by their respective Presidents, attested to by their respective Secretaries, all as of the date first written above

"OLD FISH"

FISH ENGINEERING &  
CONSTRUCTION, INC.

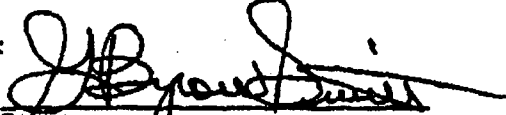
By:   
President

Attest:   
By: Secretary

"NEW FISH"

FISH ENGINEERING &  
CONSTRUCTION, INC.

By:   
President

Attest:   
By: Secretary

FILED  
In the Office of the  
Secretary of State of Texas

MAY 0 2 1995

Corporations Section

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
FISH ENGINEERING & CONSTRUCTION, INC.**

Pursuant to Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is Fish Engineering & Construction, Inc.

**ARTICLE TWO**

Article I of the original Articles of Incorporation is amended to read in its entirety as follows:

**"ARTICLE I**

The name of the Corporation is Anglers E & C, Inc."

**ARTICLE THREE**

The foregoing amendment to the Articles of Incorporation was adopted by the shareholders on April 26, 1995.

**ARTICLE FOUR**

The number of shares of the corporation outstanding at the time of such adoption and the number of shares entitled to vote thereon was 65,060 shares of common stock.

**ARTICLE FIVE**

The number of shares voted for and against the amendment, respectively, is as follows:

<u>For</u>	<u>Against</u>
65,060	0

Dated: this 1st day of May, 1995.

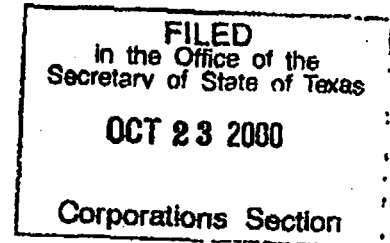
**FISH ENGINEERING & CONSTRUCTION, INC.**

By: *Gerry Turner*  
 Name: Gerry Turner  
 Title: Senior Vice President

EPH0074131239.01



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



## ARTICLES OF DISSOLUTION BUSINESS CORPORATION

Pursuant to the provisions of article 6.06 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of dissolution:

1. The name of the corporation is Anglers E & C, Inc.  
The file number is 01019471-00

2. The names and respective addresses of its officers are as follows:

NAME	OFFICE HELD	ADDRESS
<u>see attached</u>		

3. The names and respective addresses of its directors are as follows:

NAME	ADDRESS
<u>see attached</u>	

YOU MUST CHECK EITHER A OR B IN ITEMS FOUR THROUGH SIX

4. ☒ A. A written consent to dissolve was signed by all shareholders of the corporation or was signed in their names by their attorneys thereunto duly authorized.

or

- ☐ B. A resolution to dissolve was adopted by not less than a two-thirds vote of the shareholders of the corporation on the following date: \_\_\_\_\_

The number of shares outstanding and entitled to vote, and voting for and against the dissolution were as follows:

CLASS	SERIES	OUTSTANDING AND ENTITLED TO VOTE	TOTAL VOTED FOR	TOTAL VOTED AGAINST

5. ☒ A. All debts, liabilities and obligations of the corporation have been paid, satisfied, or discharged or adequate provision has been made for payment, satisfaction, or discharge thereof.

or

☐ B. The properties and assets of the corporation were not sufficient to pay, satisfy, or discharge all the corporation's debts, liabilities, and obligations. All properties and assets of the corporation have been applied so far as they would go to the just and equitable payment of those debts, liabilities, and obligations or adequate provision has been made for such application.

6. ☒ A. The remainder of the properties and assets of the corporation have been distributed to its shareholders according to their respective rights and interests.

or

☐ B. No properties or assets of the corporation remained for distribution to shareholders after applying the properties and assets of the corporation so far as they would go to the just and equitable payment of the debts, liabilities, and obligations of the corporation or making adequate provision for such application.

By Henry Ashworth Officer Title: Treasurer

#### INSTRUCTIONS

- ✓1. Attach certificate #05-305 from the comptroller of public accounts indicating that all taxes have been paid and the corporation is in good standing for the purpose of dissolution. Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600; toll-free (800) 252-1381; (TDD) (800) 248-4099.
- ✓2. The franchise tax year ends on December 31st. The corporation must be in good standing through the date of receipt of the articles of dissolution by the secretary of state. A post mark date will not be considered as the date of receipt. If December 31st falls on a Saturday, Sunday, or legal holiday, the documents must be received no later than the last business day before December 31st. It is suggested that corporations attempting to dissolve prior to the end of the franchise tax year make their submissions well in advance of such tax deadline. Corporations not dissolved on or before December 31st will be subject to the new franchise tax year's requirements as of January 1st. Submissions which are incorrect or incomplete in any manner cannot be filed and will be returned. The effective date of filing is the date of receipt of the re-submission of a complete document which conforms to law.
3. Send a \$40 payment for the filing fee along with two copies of the articles of dissolution, and the certificate from the comptroller of public accounts to the Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The delivery address is 1019 Brazos, Austin, Texas 78701. We will place one document on record and, if a duplicate copy has been provided for such purpose, return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.
4. The attached form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the articles of dissolution.



**ARTICLES OF DISSOLUTION  
OF ANGLERS E & C, INC.**

Pursuant to the provisions of Article 6.06 of the Texas Business Corporation Act, the undersigned Texas corporation hereby adopts the following Articles of Dissolution for the purpose of affecting a voluntary dissolution of such corporation:

1. The name of the corporation is ANGLERS E & C, INC. (the "Corporation").
2. The names and respective addresses of the officers of the Corporation are as follows:

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gerald L. Turner, Jr.	President	2510 Lake Garden Court Kingwood, Texas 77345
C. Kay Mann	Vice President, General Counsel & Secretary	29 Inverness Park Way Houston, Texas 77055
Gerald W. Alves	Vice President	4614 St. Michael's Court Sugar Land, Texas 77479
Dave E. Lockwood	Vice President	2907 Eagle Creek Drive Kingwood, Texas 77345
Joe Napoli	Vice President	6907 Kelsey Rae Court Houston, Texas 77069
Jack Dill	Vice President	2811 Timber Country Way Kingwood, Texas 77343
Clark Bailey	Vice President	3175 Lenox Park Drive Memphis, Tennessee 38115
Honey Ashworth	Treasurer	11763 Cawdor Way Houston, Texas 77024

3. The names and respective addresses of the directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

Houston-44001 v2

(MED) 4.12.00 16:10/ST.16:05/NO.4862296526 P 27

**EXHIBIT A**

**ACTION OF THE SHAREHOLDERS OF  
ANGLERS E & C, INC.  
TAKEN BY WRITTEN CONSENT  
IN LIEU OF A MEETING**

The undersigned, being all of the shareholders of Anglers E & C, Inc., a corporation organized pursuant to the Texas Business Corporation Act (the "Corporation"), hereby resolve, pursuant to Article 6.02 Texas Business Corporation Act, that the Corporation be dissolved and that its Officers be, and hereby are, authorized and directed, to do, or cause to be done, all acts, and to execute all documents under the corporate seal, as may be necessary or desirable to effect the voluntary dissolution of the Corporation.

In witness whereof, the undersigned shareholders have caused this written consent to be duly executed on the 20<sup>th</sup> of October, 2000.

By: Gerald W. Alves  
Gerald W. Alves  
By: Clark D. Bailey  
Clark Bailey  
By: Jack Dill  
Jack Dill  
By: Dave Lockwood  
Dave Lockwood  
By: Joseph Napoli  
Joe Napoli  
By: Gerald L. Turner, Jr.  
Gerald L. Turner, Jr.

Houston-44001 v2

(MFD) 4 12'00 14 16/ST.14.08/NO.4862296525 P 28

FROM ECT LEGAL FAX 713-646-3393



**TEXAS COMPTROLLER OF PUBLIC ACCOUNTS**  
CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

October 05, 2000

ANGLERS E & C INC  
1990 POST OAK BLVD STE 200  
HOUSTON TX 77056-3817

**CERTIFICATE OF ACCOUNT STATUS**

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas,  
DO HEREBY CERTIFY that according to the records of this office

ANGLERS E & C INC

is out of business, that all required reports for taxes administered by the  
Comptroller have been filed and that taxes due on those reports have been paid.  
This certificate may be used for the purpose of dissolution, conversion, merger,  
or withdrawal with the Texas Secretary of State. This certificate is valid  
through December 31, 2000.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the  
City of Austin, this  
5th day of October, 2000 A.D.

CAROLE KEETON RYLANDER  
Comptroller of Public Accounts

Taxpayer number: 1-76-0204338-6  
File number: 01019471-00

Form 05-305 (Rev 5-99/10)

RECEIVED  
OCT 16 2000